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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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**In re** : **Chapter 11**  
**METROPARK USA, INC.,** : **Case No. 11-22866 (RDD)**  
**Debtor.** :  
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**FIRST OMNIBUS HEARING AGENDA**

Time and Date of Hearing: **May 23, 2011** at **10:00 a.m.** (prevailing Eastern time)  
(the “Hearing”)

Location of Hearing: Judge Drain’s Courtroom, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10606

Copies of Motions: A copy of each of the pleadings can be viewed on the Court’s website at [www.ecf.nysb.uscourts.gov](http://www.ecf.nysb.uscourts.gov), and at the website maintained by Omni Management Group, LLC (“Omni”) at [www.omnimgt.com/metropark](http://www.omnimgt.com/metropark) or by contacting Omni directly at Metropark USA, Inc. c/o Omni Management Group, LLC 16161 Ventura Blvd., Suite C, PMB 480, Encino, CA 91436, by telephone at (866) 989-6144, or by facsimile at (818) 783-2737.

**I. MATTERS SCHEDULED FOR THE HEARING:**

**A. Uncontested Matters:**

1. Motion for Interim and Final Orders Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code (I) Authorizing Payment of Wages, Compensation and Employee Benefits and (II) Authorizing Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations (Dkt. No. 4)

Related Documents: Interim Order (Dkt. No. 49).

Response Deadline: May 19, 2011, at 4:00 p.m.

Response(s) Received: Informal comments from the U.S. Trustee which were incorporated into the Interim Order. A proposed Final Order will be presented at the Hearing

Status: This matter is going forward.

2. Motion Pursuant to Sections 105(a), 363(b), and 541 of the Bankruptcy Code (I) for Interim and Final Authorization to Pay Prepetition Sales and Use Taxes and (II) to Allow Financial Institutions to Cash and Process Related Checks and Transfers (Dkt. No. 10)

Related Documents: Interim Order (Dkt. No. 51).

Response Deadline: May 19, 2011, at 4:00 p.m.

Response(s) Received: Informal comments from the U.S. Trustee which were incorporated into the Interim Order. A proposed Final Order will be presented at the Hearing.

Status: This matter is going forward.

3. Motion Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals (Dkt. No. 16)

Related Documents: None.

Response Deadline: May 18, 2011, at 4:00 p.m.

Response(s) Received: None.

Status: This matter is going forward.

4. Debtor's Application for Order Under Bankruptcy Code Sections 327(a) and 328 and Bankruptcy Rules 2014 and 2016 Authorizing Employment and Retention of Cooley LLP as Attorneys for Debtor, Nunc Pro Tunc to the Petition Date (Dkt. No. 33)

Related Documents: Notice of Hearing (Dkt. No. 54).

Response Deadline: May 18, 2011, at 4:00 p.m.

Response(s) Received: Informal comments from the U.S. Trustee, which have been incorporated into a revised proposed Order to be presented at the Hearing.

Status: This matter is going forward.

5. Application to Employ Blakeley & Blakeley LLP as Counsel to the Official Committee of Unsecured Creditors filed by Ronald A. Clifford on behalf of The Official Committee of Unsecured Creditors (Dkt. No. 99)

Related Documents: Motion to Shorten Time (Dkt. No. 100); Order Granting Motion to Shorten Time (Dkt. No. 118).

Response Deadline: May 20, 2011, at 5:00 p.m.; oral objections to be considered at the Hearing.

Status: This matter is going forward.

**B. Contested Matters:**

1. Motion of the Debtor for (I) Use of Cash Collateral; (II) Granting Adequate Protection; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief (Dkt. No. 21)

Related Documents: Interim Agreed Order (Dkt. No. 60); Notice of Entry of Interim Agreed Order (Dkt. No. 64); Proposed Second Interim Agreed Order (to be filed).

Response Deadline: May 18, 2011, at 4:00 p.m.

Response(s) Received:

- Limited Objection filed by Carroll Independent School District and Spring Branch Independent School District (Dkt. No. 117);
- Limited Objection and Reservation of Rights filed by the Official Committee of Unsecured Creditors (Dkt. No. 121).

Status: This matter is going forward.

2. Motion Pursuant to Sections 105(a) and 366 of the Bankruptcy Code (I) Prohibiting Utilities from Altering, Refusing, or Discontinuing Service, (II) Deeming Utilities Adequately Assured of Future Payment, and (III) Establishing Procedures for Determining Adequate Assurance of Payment (Dkt. No. 15)

Related Documents: None.

Response Deadline: May 18, 2011, at 4:00 p.m.

Response(s) Received: Objection filed by Epicor Retail Solutions Corporation (Dkt. No. 80).

Status: This matter is going forward. The Objection filed by Epicor has been addressed by removing Epicor from the list of utilities subject to the revised proposed Order, which will be presented at the Hearing.

**II. MATTERS PROPOSED TO BE HEARD AT HEARING PURSUANT TO MOTIONS TO SHORTEN TIME:**

**A. Uncontested Matters:**

1. Debtor's Application for Entry of an Order Under Bankruptcy Code Sections 327, 238 and 330 Authorizing Retention and Employment of CRG Partners Group LLC as Financial Advisor to the Debtor Nunc Pro Tunc to the Petition Date (Dkt. No. 106)

Related Documents: Motion to Shorten Time (Dkt. No. 107).

Response Deadline: May 23, 2011, at 10:00 a.m.

Response(s) Received: Informal comments from the U.S. Trustee. A revised proposed Order incorporating the U.S. Trustee's comments will be presented at the Hearing.

Status: This matter is going forward, subject to Court approval of Motion to Shorten Time.

2. Debtor's Application for Entry of an Order Under Bankruptcy Code Sections 327(a) and 328 and Bankruptcy Rules 2014 and 2016 Authorizing Retention and Employment of Great American Group Real Estate LLC d/b/a GA Keen Realty Advisors as Special Real Estate Advisor to the Debtor, Nunc Pro Tunc to May 12, 2011 (Dkt. No. 109)

Related Documents: Motion to Shorten Time (Dkt. No. 110).

Response Deadline: May 23, 2011, at 10:00 a.m.

Response(s) Received: Informal comments from the U.S. Trustee. A revised proposed Order incorporating the U.S. Trustee's comments will be presented at the Hearing.

Status: This matter is going forward, subject to Court approval of Motion to Shorten Time.

## **B. Contested Matters:**

1. Motion of the Debtor for Order (A) Setting (1) Date to Conduct Auction of Debtors Interests in Certain Real Property Leases and Intellectual Property, and (2) Sale Hearing Date; (B) Approving Bidding Procedures and Terms of Auction; (C) Establishing Cure Amounts; (D) Authorizing Debtor to Enter Into Lease Termination Agreements; (E) Approving and Authorizing Sale of Leases and Intellectual Property to Highest or Otherwise Best Bidder Free and Clear of All Liens, Interests, Claims and Encumbrances Pursuant to § 363 of the Bankruptcy Code; (F) Waiving the Requirements of Rule 6004 of the Federal Rules of Bankruptcy Procedure and Local Bankruptcy Rule 6004-1 and (G) Granting Related Relief (Dkt. No. 88)

Related Documents: Motion to Shorten Time (Dkt. No. 89); Revised Proposed Order (to be filed).

Response Deadline: May 19, 2011, at 4:00 p.m.

Response(s) Received:

- Precautionary Objection filed by Taubman Landlords (Dkt. No. 92);
- Limited Objection filed by Simon Property Group, Inc. (Dkt. No. 114);
- Objection filed by The Irvine Company (Dkt. No. 123);

- Objection filed by GGP Limited Partnership (Dkt. No. 124);
- Objection filed by Westfield, LLC (Dkt. No. 126);
- Limited Objection filed by the Macerich Company (Dkt. No. 128)

Status: This matter is going forward, subject to Court approval of Motion to Shorten Time.

Dated: May 19, 2011  
New York, New York

Respectfully submitted,

By: /s/ Cathy Hershcopf  
Cathy Hershcopf

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